

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60013

Tel 847.318.7575  
Fax 847.318.7588



RECORDATION NO. 22581-00 FILED

NOV 22 '04 12:07 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

November 17, 2004

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated July 23, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade & Columbia River RR  
5300 Broken Sound Blvd., NW  
Boca Raton, FL 33487

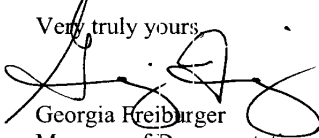
A description of the railroad equipment covered by the enclosed document is twelve (12) 6269 cu. ft. plate "F" box cars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(CSCD088)

ASSIGN. NO.: CSCD088

NOV 22 '04 12-07 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of July, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 86 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of September 21, 2004 and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: GEORGIA FRIEDBURGER  
Title: Mgr. of Documentation

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 23rd day of July, 2004

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

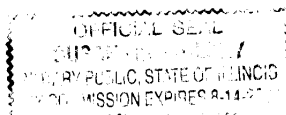
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR, personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of July, 2004.

[Signature]  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

CASCADE AND COLUMBIA RIVER  
RAILROAD CO.

ATTEST:

By: David McCloud  
Name: David McCloud  
Title: Manager - Fleet

By: Sandra K. Franger  
Name: Sandra K. Franger  
Title: V.P. - Contracts

Executed on this 20<sup>th</sup> day of July, 2004.

[CORPORATE SEAL]

STATE OF Florida  
COUNTY OF Palm Beach

I, Michele Beach, a Notary Public of the County and  
State aforesaid, certify that Sandra Franger, personally appeared before  
me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20<sup>th</sup> day of July, 2004.

Michele R. Beach  
Notary Public

My Commission Expires:

March 20, 2008  
(Notary Public)



Michele R. Beach  
My Commission DD300534  
Expires March 20, 2008

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twelve (12)

DESCRIPTION OF CARS: 6269 cu. ft. capacity, 50'6", Plate "F" box cars with 12' plug doors, 286 TWR and 15' EOL cushioning (AAR Car Type: A406).

CAR NUMBERS:

NOKL	570256
NOKL	570270
NOKL	570303
NOKL	570306
NOKL	570307
NOKL	570308
NOKL	570316
NOKL	570345
NOKL	570351
NOKL	570355
NOKL	570356
NOKL	570381